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SEC 1972 Potential persons who are to respond to the collection of information contained in this (6-02) form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES OMB APPROVAL SECURITIES AND EXCHANGE COMMISSIONS OMB Number: 3235-0076 **HECEIVED** Washington, D.C. 20549 Expires: May 31, 2005 Estimated average burden 0 2 2002 hours per response... 1 FORM D NOTICE OF SALE OF SECURITIES SEC USE ONLY PURSUANT TO REGULATION D. Prefix Serial SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION THOMSON EINANCIAL Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Magnum Capital Advisors Fund I, L.P. Filing Under (Check box(es) that apply): Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 02067082 Enter the information requested about the issuer Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.) Magnum Capital Advisors Fund I, L.P. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 11422 Miracle Hills Drive, Suite 400, Omaha, NE 68154 (402) 997-7500 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Same as above

http://www.sec.gov/divisions/corpfin/forms/formd.htm

Brief Description of Business

Real estate investments.

8/18/2002

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Type of Business Organization	VN						
[] corporation	[X] limited partnership, already formed [] other (please specify):						
[] business trust							
Minimum demonstration of the second second demonstration of the second s	Month Year	******					
Actual or Estimated Date of Ir	ncorporation or Organization: [0] [7] [0] 2] [x] Actual [1] Estimated						
Jurisdiction of Incorporation of	or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [N] [E]						

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

 Each general a 	and managing partner of partner	rship issuers.	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	Officer	[] Director [x] General and/or Managing Partner
Full Name (Last name	e first, if individual)	er steller stage, glen er Affers i verdindamen av sammer til fåskel, må i verdind men men til å a segang	том образова до продости на постоя подотни в продости до проделения до продуство до подости
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Business or Residence	ce Address (Number and Street,	, City, State, Zip Cod	e)
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Full Name (Last name		n gang pangangan nanon dikalah dahiri sa 1840, dikan mangan nanon dahiri sa 1840, dikan mangan nanon dahiri da	
Magnum R	esources, Inc.	ika pangandi mengangangan pangangan pengangan pengangan pengangan pangan pangan pengangan pengan pengan pengan	
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Full Name (Last name	e first, if individual)	ne ta' managan in m ^{ara} 1964. Sina sailining men in ang ta una na kanalan na manana na manana na manana na man	(18 Сору, сыступ на достой чисто (19 ст. п.), объявання устройня 19 ст. <mark>4. тейств</mark> 4. до Выйна достинация достой продава Того на при ставит по ст
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Apply:		Owner		Office	er			Managing Partner	· ·
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1. Has the issuer so offering?								Yes	No []
2. What is the minin		• •			-			\$ -	
			•		•			Yes	No
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Name of Associated	Name (Last name first, if individual) mess or Residence Address (Number and Street, City, State, Zip Code) ck Box(es) that [X] Promoter [] Beneficial [X] Executive [] Director [] General and/or Managing Officer Managing Partner Name (Last name first, if individual) Hawkins, Gail K. ness or Residence Address (Number and Street, City, State, Zip Code) 11422 Miracle, Hills Drive, Omaha, NE 68154. (Use blank sheet, or copy and use additional copies of this sheet, as necessary.) B. INFORMATION ABOUT OFFERING as the issuer sold, or does the issuer intend to sell, to non-accretited investors in this Yes No [] [] [] answer also in Appendix, Column 2, if filing under ULOE. Answer also in Appendix, Column 2, if filing under ULOE. Answer also in Appendix (Column 2, if filing under ULOE. That is the minimum investment that will be accepted from any individual? Yes No [] [] interest the minimum investment shat will be accepted from any individual? Yes No [] [] interest the information requested for each person who has been or will be paid or given, city or indirectly, any commission or similar remuneration for solicitation of purchasers in nection with sales of securities in the offering. If a person to be listed is an associated son or agent of a broker or dealer registered with the SEC and/or with a state or states, list name of the broker or dealer. If more than five (5) persons to be listed are associated sons of such a broker or dealer. You may set forth the information for that broker or dealer contains and a broker or check individual) Iness or Residence Address (Number and Street, City, State, Zip Code) In GAI [AK] [AK] [AK] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [D] [M] [M] [M] [M] [M] [M] [M] [M] [M] [M								
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Aggregate

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u>, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	 ar Amount urchases
Accredited Investors	0	\$ 0
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Answer also in Appendix, Column 4, if filing under ULOE.

Type of offering	Type of Security	Dollar Amo	ount
Rule 505	N/A	\$N	/A
Regulation A	N/A	\$N	/A
Rule 504	N/A	\$N	/A
Total	N/A	\$ N	/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[X]\$
Printing and Engraving Costs	[x]\$ 20,000
Legal Fees	[x]\$ <u>15.000</u>
Accounting Fees	[x]\$ 15.000
Engineering Fees	[x]\$ <u>0</u>
Sales Commissions (specify finders' fees separately)	[x]\$ 600,000
Other Expenses (identify)	[x]\$ 0
Total	[x].\$ 650,000

b. Enter the difference between the aggregate offering price given in response to Part C
 Question 1 and total expenses furnished in response to Part C
 Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

<u>\$ 19,350,000</u>

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Payments Directors, & To
	Affiliates Others [刻]
Salaries and fees	\$ 0 \$ 0
Purchase of real estate	kl 0 [xl 19,050,000 \$
Purchase, rental or leasing and installation of machinery and equipment	[k] [x] 0 [x] 0 [x]
Construction or leasing of plant buildings and facilities	[x] [x] \$ 0 \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[x] \$
Repayment of indebtedness	k] [xl \$ 0
Working capital	[x] [x] \$ 300,000
Other (specify):	[x] \$0\$0 [x] \$_0 \$_0
Column Totals Total Payments Listed (column totals added)	[x] \$\frac{19}{350,000}
D. FEDERAL SIGNATURE	
The issuer has duly caused this notice to be signed by the undersigned duly au filed under <u>Rule 505</u> , the following signature constitutes an undertaking by the is Securities and Exchange Commission, upon written request of its staff, the info any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u> .	ssuer to furnish to the U.S.
Issuer (Print or Type) Signature	Date
Magnum Capital Advisors Fund I, L.P.	10-8-02
Name of Signer (Print or Type) Phillip J. Gibson President of Cl L.L.C., General	agnum Capital Advisors,
ATTENTION Intentional misstatements or omissions of fact constitute federal c	riminal violations (See 18
U.S.C. 1001.)	Thinlier Florestolies (066-10)

E. STATE SIGNATURE

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	undersigned issuation furnished b	•		state administrators,	upon written request,
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			d knows the contents the duly authorized po		y caused this notice to
	(Print or Type) Im Capital Adv	isors Fund I,	, L.P. (Signature	Date 10-5-02
	of Signer (Print or illip J. Gibso	. ,		Tyle (Print or Type) President of Mag Advisors, L.L.C.	num Capital , General Partner
Instruc	ction:				
form.	One copy of ever	y notice on For	representative under h m D must be manuall gned copy or bear typ	y signed. Any copies	not manually signed
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Form D Page 9 of 10

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